



魏橋紡織股份有限公司
Weiqiao Textile Company Limited*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2698)

Proxy Form for the Extraordinary General Meeting to be held on 16 December 2008 (Tuesday)

I/We _____
of _____

am/are the shareholder(s) of Weiqiao Textile Company Limited (the "Company"), holding _____

H Shares/domestic shares. I/We hereby appoint _____
of _____

as my/our proxy/proxies or I/We hereby appoint the chairman of the Extraordinary General Meeting as my/our proxy/proxies (please delete where appropriate) for _____

H Shares/domestic shares which I/we hold in the share capital of the Company to attend and vote at the Extraordinary General Meeting to be held at the conference hall on the Fourth Floor, Company Office Building, No.1 Wei Fang Lu, Jing Ji Kai Fa Qu, Zouping County, Shandong Province, The People's Republic of China at 9 a.m. on 16 December 2008 or at any adjournment thereof. The proxy/proxies is/are authorised to vote on the resolutions according to the following instructions. In the absence of instructions, the proxy/proxies shall vote for or against the resolutions or abstain at their discretion.

Ordinary Resolution	For	Against	Abstention
<p>1. "THAT:</p> <p>(a) the Company's entering into of the new cotton/grey fabric and denim supply agreement ("New Cotton/Grey Fabric and Denim Supply Agreement") with 山東魏橋創業集團有限公司 (Shandong Weiqiao Chuangye Group Company Limited) ("Holding Company") on 20 October 2008 for a period of three years commencing from 1 January 2009 and ending on 31 December 2011 be and is hereby approved and confirmed;</p> <p>(b) the estimated maximum values of the annual aggregate supply of cotton yarn, grey fabric and denim by the Company and its subsidiaries (the "Group") to Holding Company, its subsidiaries and associates (the "Parent Group") (as set out in the announcement of the Company dated 20 October 2008 and the circular of the Company dated 31 October 2008 of which this notice forms part) for each of the three years ending 31 December 2011 be and are hereby approved and confirmed; and</p> <p>(c) any director of the Company be and is hereby authorised to do such other acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to implement the New Cotton/Grey Fabric and Denim Supply Agreement and the continuing connected transaction contemplated thereunder with such changes as the directors of the Company may consider necessary, desirable or expedient."</p>			
<p>2. "THAT:</p> <p>(a) the Company's entering into of the agreement renewed in accordance with the automatic renewal mechanism set out in the Old Supply of Raw Materials Agreement ("Renewed Supply of Raw Materials Agreement") with Itochu Corporation ("Itochu") on 28 December 2006 for a period of three years commencing from 1 January 2009 and ending on 31 December 2011 on the same terms and conditions as the Old Supply of Raw Materials Agreement be and is hereby approved and confirmed;</p> <p>(b) the estimated maximum values of the annual aggregate supply of cotton yarn and grey fabric by the Company and its subsidiaries (the "Group") to Itochu (as set out in the announcement of the Company dated 20 October 2008 and the circular of the Company dated 31 October 2008 of which this notice forms part) for each of the three years ending 31 December 2011 be and are hereby approved and confirmed; and</p> <p>(c) any director of the Company be and is hereby authorised to do such other acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to implement the Renewed Supply of Raw Materials Agreement and the continuing connected transaction contemplated thereunder with such changes as the directors of the Company may consider necessary, desirable or expedient."</p>			

Ordinary Resolution	For	Against	Abstention
<p>3. “THAT:</p> <p>(a) the Company’s entering into of the supplemental electricity supply agreement (“Supplemental Electricity Supply Agreement”) with Holding Company on 20 October 2008 be and is hereby approved and confirmed;</p> <p>(b) the estimated maximum values of the annual aggregate supply of electricity by the Group to Parent Group (as set out in the announcements of the Company dated 14 January 2008 and 20 October 2008 and the circular of the Company dated 31 October 2008 of which this notice forms part) for each of the three years ending 31 December 2010 be and are hereby approved and confirmed; and</p> <p>(c) any director of the Company be and is hereby authorised to do such other acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to implement the Supplemental Electricity Supply Agreement with such changes as the directors of the Company may consider necessary, desirable or expedient.”</p>			

Date: _____ 2008

Signature: _____

Notes:

- (A) **The H share register of the Company will be closed from 15 November 2008 (Saturday) to 16 December 2008 (Tuesday) (both days inclusive), during which no transfer of H shares will be effected.** Any holders of H shares of the Company, whose names appear on the Company’s register of members at close of business on 14 November 2008, are entitled to attend and vote at the Extraordinary General Meeting after completing the registration procedures for attending the meeting. In order to be entitled to attends and vote at the Extraordinary General Meeting, share transfer documents should be lodged with the Company’s H shares share registrar not later than 4:30 p.m. on 14 November 2008.

The address of the share registrar for the Company’s H shares is as follows:

Computershare Hong Kong Investor Services Limited
 Rooms 1712-1716
 17th Floor
 Hopewell Centre
 183 Queen’s Road East
 Wanchai
 Hong Kong

- (B) Holders of H shares and domestic shares of the Company, who intend to attend the Extraordinary General Meeting, must complete the reply slips for attending the Extraordinary General Meeting and return them to the Office of the Secretary to the Board of Directors of the Company not later than 20 days before the date of the Extraordinary General Meeting, i.e. on or before 25 November 2008.

Details of the Office of the Secretary to the Board of Directors of the Company are as follows:

First Floor
 Company Office Building
 No.1 Wei Fang Lu
 Jing Ji Kai Fa Qu
 Zouping County
 Shandong Province
 The People’s Republic of China

Tel: 86 (543) 416 2222
 Fax: 86 (543) 416 2000

- (C) Each holder of H shares who has the right to attend and vote at the Extraordinary General Meeting is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the Extraordinary General Meeting. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified.
- (E) To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company’s H shares share registrar, Wanchai, Computershare Hong Kong Investor Services Limited on the 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 24 hours before the time for holding the Extraordinary General Meeting or any adjournment thereof in order for such documents to be valid.
- (F) Each holder of domestic shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the Extraordinary General Meeting. Notes (C) to (D) also apply to holders of domestic shares, except that the proxy form or other documents of authority must be delivered to the Office of the Secretary to the Board of Directors, the address of which is set out in Note (B) above, not less than 24 hours before the time for holding the Extraordinary General Meeting or any adjournment thereof, in order for such documents to be valid.
- (G) If a proxy attends the Extraordinary General Meeting on behalf of a shareholder, he should produce his ID card and the instrument signed by the proxy or his legal representative, which specifies the date of its issuance. If the legal representative of a legal person share shareholder attends the Extraordinary General Meeting, such legal representative should produce his/her ID card and valid documents evidencing his/her capacity as such legal representative. If a legal person share shareholder appoints a representative of a company other than its legal representative to attend the Extraordinary General Meeting, such representative should produce his/her ID card and an authorization instrument affixed with the seal of the legal person share shareholder and duly signed by its legal representative.
- (H) The Extraordinary General Meeting is expected to last not more than half a day. Shareholders attending the Extraordinary General Meeting are responsible for their own transportation and accommodation expenses.

* The Company is registered in Hong Kong as an oversea company under the English name “Weiqiao Textile Company Limited”.